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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND TOYOTA MOTOR CORPORATION COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBER 15533

(TOYOTA MOTOR CORPORATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Toyota Motor Corporation ("Toyota") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Toyota Motor Corporation Compromising And Allowing Proof Of Claim Number 15533 (Toyota Motor Corporation) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Technologies, Inc. ("DTI"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Toyota filed proof of claim number 15533 against DTI, which asserts a secured claim in the amount of \$51,342.00 (the "Claim") stemming from certain alleged contract obligations.

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 24, 2007, Toyota filed the Response Of Toyota Motor

Engineering & Manufacturing North America, Inc. To Debtors' Thirteenth Omnibus Objection To Books And Records Claims (Docket No. 8037) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, pursuant to articles 1.54 and 7.2 of the Modified Plan, claims against Delphi and DTI were consolidated into a single group—the Delphi-DAS Debtors—for, among other things, any obligation of the Delphi-DAS Debtors and for purposes of making distributions on account of allowed claims.

WHEREAS, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and Toyota entered into this Stipulation, pursuant to which the Reorganized Debtors and Toyota agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$51,342.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and Toyota stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$51,342.00 and shall be

treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.

2. The Response is hereby deemed withdrawn with prejudice.

3. Nothing herein shall be construed as an admission of liability on behalf of the Debtors or the Reorganized Debtors with respect to any portion of the Claim, and Toyota and the Reorganized Debtors reserve all of their rights with respect to any obligations relating to the agreement giving rise to the Claim; provided, however, that the Reorganized Debtors shall not contest the allowed general unsecured non-priority claim being provided herein.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of August, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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